

RECORDATION NO 20609-H, I FILED

OCT 3 '97

2-50PM

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OF COUNSEL  
URBAN A. LESTER

OCT 3 2 46 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

October 3, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment of Lease of Railroad Equipment, dated as of October 2, 1997, and a Memorandum of Amendment to Memorandum of Discretionary Line of Credit and Security Agreement and Collateral Assignment of Agreement, dated as of October 2, 1997, both being secondary documents as defined in the Board's Rules for the Recordation of Documents

The enclosed documents relate to the documents previously filed with the Board under Recordation Numbers 20609 and 20609-A

The names and addresses of the parties to the enclosed documents are

Memorandum of Amendment of  
Lease of Railroad Equipment

Lessor: Apus Rail One, Inc  
c/o Dimeling, Schreiber and Park  
1629 Locust Street  
Philadelphia, Pennsylvania 19103

Lessee: GWI Leasing Corporation  
71 Lewis Street  
Greenwich, Connecticut 06830

Mr Vernon A Williams  
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Memorandum of Amendment to Memorandum of  
Discretionary Line of Credit and Security Agreement  
and Collateral Assignment of Agreement

Borrower. APUS Rail One, Inc  
c/o Dimeling, Schreiber and Park  
1629 Locust Street  
Philadelphia, Pennsylvania 19103

Lender Corestates Bank, N A  
Broad and Chestnut Streets  
Philadelphia, Pennsylvania 19101

A description of the railroad equipment covered by the enclosed documents is  
  
29 CR locomotives set forth on Schedule A to the Memorandum of  
Amendment of Lease of Railroad Equipment

Also enclosed is a check in the amount of \$48 00 payable to the order of the  
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of each of the enclosed documents to the  
undersigned

Very truly yours,



Robert W Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

DATE: 10/3/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 10/3/97 at 2:50PM, and assigned recordation number(s). 20609-H and 20609-I.

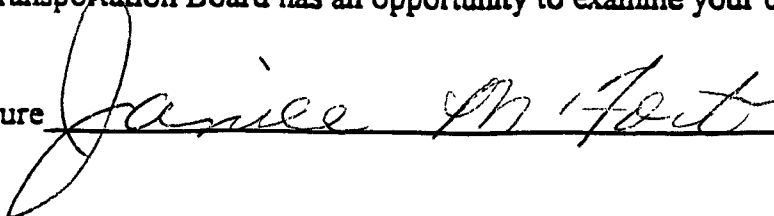
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 48.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



OCT 3 '97

2-50PM

MEMORANDUM OF  
AMENDMENT OF LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF AMENDMENT OF LEASE OF RAILROAD EQUIPMENT (the "Memorandum") is made as of October 2, 1997 and is intended to evidence the Amendment of Lease (the "Amendment") dated as of October 2, 1997, between APUS RAIL ONE, INC., a Pennsylvania corporation ("Lessor"), and GWI LEASING CORPORATION, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. §11301. The Amendment amends the Master Lease Agreement dated as of March 31, 1997 (the "Lease") between Lessor and Lessee, a memorandum of which was received by the STB on April 1, 1997, and filed under Recordation No. 20609. Lessor has the right to lease the units more fully described in Schedule A hereto (the "Units"). Lessee leased the Units from Lessor at the Rent and upon the terms and conditions provided in the Lease, as amended by the Amendment.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR:

APUS RAIL ONE, INC., a Pennsylvania  
corporationBy: Steven G. ParkName: Steven G. ParkTitle: President

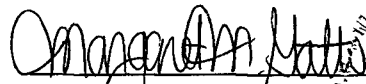
LESSEE:

GWI LEASING CORPORATION, a Delaware  
corporationBy: Mark A. HastingsName: Mark A. HastingsTitle: Treasurer

COMMONWEALTH OF PENNSYLVANIA :  
 : SS  
COUNTY OF PHILADELPHIA :

On this 2nd day of October, 1997, before me a Notary Public in and for the Commonwealth of Pennsylvania, the undersigned officer, personally appeared Steven G. Park, who acknowledged himself to be the President of APUS RAIL ONE, INC., a Pennsylvania corporation, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

In Witness Whereof, I hereunto set my hand and official seal.

  
Notary Public in and for the  
Commonwealth of Pennsylvania

My Commission Expires:

NOTARIAL SEAL  
MARGARET M. GATTO, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires May 12, 2001

*Commonwealth of Ma*

~~STATE OF CONNECTICUT~~ :

*Suffolk*

: SS

COUNTY OF ~~FAIRFIELD~~ :

On this 1 day of October, 1997, before me a Notary Public in and for the ~~State of Connecticut~~,  
the undersigned officer, personally appeared Mark W. Hastings, who acknowledged himself to be the  
Treasurer of GWI LEASING CORPORATION, a Delaware corporation, and that he as such officer, being  
authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the  
name of the corporation by himself as such officer.

In Witness Whereof, I hereunto set my hand and official seal.

*Ellen L. Van Egeren* [SEAL]  
Notary Public in and for the  
~~State of Connecticut~~  
*Commonwealth of Ma*  
*Notary Com*

My Commission Expires:

*Nov. 28, 1997*

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Description of the Units: Twenty-nine (29) locomotives as follows:

<u>Model Type</u>	<u>Unit No.</u>
GP38	CR7635
GP38	CR7676
GP38	CR7687
GP38	CR7700
SWI00I	CR9405
SWI00I	CR9417
SWI00I	CR9423
SWI00I	CR9424
SWI500	CR9500
SWI500	CR9508
SWI500	CR9509
SWI500	CR9513
SWI500	CR9517
SWI500	CR9519
SWI500	CR9534
SWI500	CR9536
SWI500	CR9538
SWI500	CR9539
SWI500	CR9540
SWI500	CR9549
SWI500	CR9554
SWI500	CR9557
SWI500	CR9576
SWI500	CR9580

<u>Model Type</u>	<u>Unit No.</u>
SWI500	CR9587
SWI500	CR9591
SWI500	CR9592
SWI500	CR9614
SWI500	CR9617